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RECORDATION NO. 21094-G FILED
OCT 14 '04 11-26 AM
SURFACE TRANSPORTATION BOARD

October 14, 2004

Recordation No. 21094-G

Dear Mr. Williams:

On behalf of Flex Leasing I, LLC, I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Partial Termination of Lease ("Partial Termination") dated as of October 12, 2004.

The parties to the enclosed Partial Termination are:

Flex Leasing I, LLC - LESSOR/TERMINATOR
Suite 730
221 Main Street
San Francisco, CA 94105

Saskatchewan Minerals - LESSEE
a division of Goldcorp Inc.
TransCanada Highway 1
P.O. Box 120
Chaplin, SK S0H 0V0
Canada

The said Partial Termination, among other things, acts to terminate ONLY those units in Annex A thereto, namely six covered hopper cars, FLOX numbers as listed in Annex A, from the Memorandum of Lease between the above parties, recorded under Recordation No. 21094, as supplemented. The Partial Termination should be recorded under the next available letter under Recordation No. 21094, which letter we believe to be "-G."

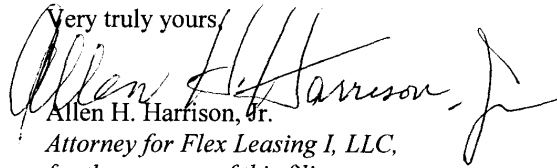
The equipment covered by the instant Partial Termination is as identified in Annex A thereto, namely six covered hopper cars, FLOX 983233, 983249, 983251-983254.

A short summary of the Partial Termination to appear in the Surface Transportation Board Index is as follows:

"Termination from Lease six covered hoppers, FLOX 983233, 983249, 983251-983254, see Annex A."

Enclosed is a check in the amount of thirty dollars (\$30.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

Allen H. Harrison, Jr.
*Attorney for Flex Leasing I, LLC,
for the purpose of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Enclosures

BY HAND

8212-020

OCT 14 '04

11-26 AM

MEMORANDUM OF PARTIAL TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

FLEX LEASING CORPORATION and **FLEX LEASING I, LLC** collectively filed

(i) that certain Memorandum of Lease with (a) the Surface Transportation Board (the "STB"), Recordation No. 21094, on December 19, 1997 at 3:07 p.m. and (b) the Registrar General of Canada (the "RGC") on the 22nd day of December, A.D. 1997 at 3:40 p.m., (ii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21094-A, on April 9, 1998 at 2:16 p.m. and (b) the RGC on the 9th day of April, A.D. 1998 at 3:10 p.m., (iii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21094-B, on April 29, 1998 at 1:31 p.m. and (b) the RGC on the 30th day of April, A.D. 1998 at 11:15 a.m., (iv) that certain Memorandum of Partial Assignment of Lease with (a) the STB, Recordation No. 21094-C on December 22, 1998 at 2:46 p.m. and (b) the RGC on the 23rd day of December, A.D. 1998 at 11:05 a.m., (v) that certain Memorandum of Partial Assignment of Lease with (a) the STB, Recordation No. 21094-D on April 12, 1999 at 3:00 p.m. and (b) the RGC on the 13th day of April, A.D. 1999 at 3:20 p.m., (vi) that certain Memorandum of Partial Termination of Lease with (a) the STB, Recordation No. 21094-E on September 20, 2002 at 3:32 p.m. and (b) the RGC on the 25th day of September, A.D. 2002 at 10:15 a.m., and (vii) that certain Memorandum of Partial Termination of Lease with (a) the STB, Recordation No. 21094-F on May 4, 2004 at 11:29 a.m. and (b) the RGC on the 5th day of May, A.D. 2004 at 1:33 p.m., relating to the lease described below:

That certain lease (the "Lease"), dated as of June 1, 1997, between **FLEX LEASING CORPORATION**, a Delaware corporation ("Flex"), having its chief executive office at 221 Main Street, Suite 730, San Francisco, California 94105, and **SASKATCHEWAN MINERALS, a division of GOLDCORP INC.**, an Ontario corporation ("Lessee"), having its chief executive office at TransCanada Highway 1, P.O. Box 120, Chaplin, SK S0H 0V0.

The duties and obligations of the parties to the Lease have been satisfied and discharged only with respect to the railcars listed on Annex A attached hereto. The terms of the said Lease, only with respect to the railcars listed on Annex A attached hereto, have run, have not been renewed, and have therefore expired. Wherefore, this filing hereby partially terminates of record the Lease, only with respect to the railcars listed on Annex A attached hereto. The remainder of the Lease is in full force and effect as of the date hereof.

Dated as of October 12, 2004**FLEX LEASING I, LLC**By: 

Name: Janice M. Wickham

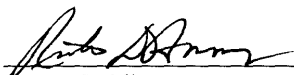
Title: Vice President

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 12th day of October, 2004, personally came before me, Janice M. Wickham, who, being by me duly sworn, says she is a Vice President of Flex Leasing I, LLC and that said writing was signed on the date hereof by her on behalf of said company by its authority duly given. The said Vice President acknowledged the execution of the said writing to be the act and deed of said company.

Witness my hand and notarial seal this 12th day of October, 2004.

SEAL



Notary Public
My Commission Expires: _____

RICHARD D'ANNUNZIO
Notary Public, State of New York
No. 43-4693159
Qualified in Richmond County
Commission Expires March 30, 2007

ANNEX A

Description of Equipment

Six (6) 3,250 cfc, two pocket, 110 ton covered hopper cars,
286,000 gross rail load, numbered:

FLOX 983233

FLOX 983249

FLOX 983251 through 983254 inclusive

[Saskatchewan Minerals]